

**SAN ANTONIO DOWNTOWN PUBLIC IMPROVEMENT DISTRICT
SERVICE AND ASSESSMENT PLAN
FOR FISCAL YEARS 2010-2014**

I. INTRODUCTION

This Service and Assessment Plan (the "Plan") is prepared in conformance with Public Improvement District Assessment Act, Texas Local Government Code, Ann. Sec. 372.001, et seq., as amended (the "Act"). The Year One Plan is for five years commencing October 1, 2009 and will continue to be updated annually as required in the above referenced legislation.

II. BOUNDARIES

The boundaries of the San Antonio Downtown Public Improvement District (the "District") are indicated on the map included as **Exhibit A**.

III. IMPROVEMENTS AND/OR SUPPLEMENTAL SERVICES PLAN

The objective of the Plan is to enhance the experience of pedestrian as well as vehicular traffic in the Downtown area by supplementing existing City services to assure a cleaner, safer and friendlier environment. The Plan anticipates that the City will continue to provide at least its current level of services throughout the District. The District may contract for some service while hiring its own employees for others.

The District is managed by the Centro San Antonio Management Corporation, a non-profit Texas corporation (the "Corporation"), pursuant to a contract with the City of San Antonio entitled Contract for Improvements and/or Services in the San Antonio Public Improvement District in the Downtown Area (the "Management Agreement"). The 15-member Board of Directors (the "Board") will meet at least quarterly to assure performance of its duties and will be directed in the conduct of its affairs by Roberts Rules of Order as well as its Articles of Incorporation and by-laws. The Board is constituted by its formal action taken at the organizational meeting held on June 29, 1999. Any vacancy which may occur on the Board will be filled by the Board with individuals with comparable demographic characteristics as the person who vacated the Board. The President of the Downtown Alliance/San Antonio will serve on the Board as an ex-officio, non-voting member. The regularly scheduled Board meetings will be held in San Antonio at the Downtown Alliance Office, 515 E. Houston St., Suite 100 or as otherwise notified. The Board meetings for FY 2010 will be held on or about November 18, 2009; February 10, 2010, May 12 2010, and August 18, 2010.

The improvements and/or services in the Plan include reimbursement of costs for the management of the District, supplemental maintenance and landscaping/streetscaping services, marketing and promotion of the District, public service representatives and other such improvements and programs as may be described in the annual plan below.

YEAR ONE PLAN (October 1, 2009 – September 30, 2010)

PROGRAMS:

Management/Administration & District Operations

The Corporation has budgeted \$205,000 for Management/Administration, and \$235,000 for District Operations, and will provide the following administrative and management services for operations of the District:

- Provide the staff for administration and management of the District as necessary to supervise the daily services provided by the District;

The Corporation has hired an Operations Manager who will supervise the daily services provided by the District. The Manager will assist in administering contracts by sub-contractors and oversee other employees of the Corporation as applicable.

The Corporation has entered into an agreement with the Downtown Alliance / San Antonio to provide staff and support services such as clerical, bookkeeping and management oversight.

- Provide management, financial and program monitoring systems for operation of the District as required by the Management Agreement;
- Provide reports to the City concerning operations of the District as required by the Management Agreement;
- Recruit, hire, pay and supervise the work force which the Corporation will utilize to furnish services in the District;
- Provide office space and an operations center for the District's administrative and management personnel and for the Corporation's and/or its subcontractor's employees and equipment, as necessary;

The Corporation will occupy office space and share office services with the Downtown Alliance / San Antonio located at 515 E. Houston Street, Suite 100 in San Antonio, Texas. The Corporation also occupies approximately 1370 sq.ft. of street-level space and 1663 sq.ft. of garage storage space for use as an Operations Center located at 219 E. Travis St. in San Antonio, Texas. These spaces are utilized specifically for daily services described under "Maintenance", Landscaping / Streetscaping" and "Public Service Representatives". The Operations Center includes space for equipment and uniforms, a briefing center/workroom, a shared kitchen/breakroom, equipment storage area, lockers and access to restrooms and dressing rooms. It is anticipated that the Operations Center will move into a larger tenant space in FY2010 to accommodate the growing workforce.

The Corporation owns two small, light-duty pick-up trucks for use by the District's contractors. The trucks enable the contractors to better monitor the provision of the District services and facilitate trash and equipment pick-up and removal. The

Corporation has also purchased six additional light-duty "Tiger" trucks with trailers for the Maintenance & Streetscaping crews to replace the vehicles they used respectively for power-washing and planter maintenance. The ownership of the light-duty "Tiger" trucks have been conveyed to the City for licensing purposes due to changes in TXDOT licensing regulations.

Contingent on final assessment revenues and reflected in the proposed Capital Replacement budget line item, the Corporation may purchase two riding sidewalk sweepers to replace two existing sidewalk sweepers that are nearing the end of their useful life. These purchases will be determined after final assessment values are certified and assessment revenue is confirmed.

- Coordinate with the City's designated representative concerning the needs for levels of service such as maintenance, horticultural services, infrastructure improvements, levels of police patrols, park police and other such municipal services necessary to be performed within the District;
- Participate in private or public meetings concerning operation and activities related to the District;
- Enter into and supervise contracts with subcontractors to provide landscaping, sidewalk cleaning, public service representatives or other services which the District elects to provide through subcontract;

As required and pursuant to the Management Agreement, the Corporation will obtain proposals for the various services to be provided under this plan. To the extent that such proposals will not allow the Corporation and District to provide all of the services outlined in this Plan for any of the programs outlined below, the Corporation, working in conjunction with the City's designated representative as provided in the Management Agreement, shall reduce the scope of services to fall within the budget for such program.

The Corporation has re-issued Requests for Proposals for contract services for "Maintenance", "Landscaping/Streetscaping", and "Public Service Representatives". The Corporation will review the proposals that it receives and enter into new contracts with new or existing contractors for the specific services for service delivery to continue on October 1, 2009.

- Assist the City by providing information about District improvements and/or supplemental services related to potential downtown development proposals and projects;
- Function as the Information Center for all matters relating to the operation of the District and advise the City in a timely manner of any problems with City-owned equipment or facilities in the District;
- Provide a recommended and updated *Service and Assessment Plan* to the City of San Antonio annually and quarterly reports on District activities to the City's designated representative.

- Reimburse Downtown Alliance for its initiative to secure the renewal of the District for a new five-year term beginning October 1, 2009.

Maintenance

The Corporation has budgeted \$1,150,000 for the Maintenance program. To the extent the Corporation can obtain subcontracts to perform the services within such budget, the following maintenance services will be provided in the District (see **Exhibit B** for estimated service zones):

The Corporation will subcontract sidewalk maintenance and washing services and graffiti abatement during FY2010. The contract will be executed on or about September 25, 2009 and maintenance services under the new contract term are expected to begin on October 1, 2009.

The Corporation will retain supervisory authority over subcontracted personnel and an operations manager will oversee contract administration to assure that services are performed in accordance with subcontracts, the Management Agreement and all applicable laws.

- All maintenance personnel and equipment will be distinctly identified (uniformed) as working for the District;

The Corporation will specify and require uniforms consisting of shorts, short-sleeve shirts and hats for summer months, and long pants, jackets and rain-suits or ponchos for cooler months and wet weather. The contractors or employees providing maintenance services will be required to wear uniforms while on duty. All equipment such as rolling trash bins, trucks, sweepers or other vehicles that the Corporation or the contractor may provide will be identified with the District logo.

- Utilizing “white-wing” crews circulating throughout the District, sidewalks within the District will be inspected and swept to remove litter;

Sidewalk maintenance personnel equipped with brooms, dustpans, rolling trash bins, and two-way communication devices will perform a variety of maintenance activities throughout the District. It is anticipated that the “white-wing” crews will:

- Inspect sidewalks within the District’s public right-of-ways (including parks) for needed maintenance and report to the Operations Center;
- Request needed maintenance requiring City crews to the District Operations Manager, who will in turn contact and report the request to the appropriate City designated representative;
- Sweep sidewalks within the District’s public right-of-ways, removing litter and placing in appropriate trash receptacles;
- Inspect sidewalks within the District public right-of-ways and remove weeds from sidewalk cracks when weather or special events interrupt standard work schedules. This service may also be accomplished utilizing volunteer service labor or adult probation labor services.

- Report needed maintenance requiring other District crews to the Operations Center.

The proposed budget is intended to provide sidewalk maintenance personnel, consisting of work crews in the respective sub-areas shown in **Exhibit B**. The crews will perform sidewalk maintenance services on sidewalks throughout the District from 8:00 a.m. to 9:00 p.m. Monday thru Saturday (various shifts), and from 8:00 a.m. to 5:00 p.m. on Sunday's (excluding special events or holidays when expanded or reduced hours may apply). The budget includes two supervisors and a project manager at 40 hours each for a total of 120 hours during each week.

This budget also anticipates that two light-duty trucks will be used for street trash bag pick up in coordination with the COSA Downtown Operations Department.

- Utilizing sidewalk sweeping machines, two units acquired in FY2005 (Note: Depending on available funds, these units may be replaced in FY2010 with new machines) will circulate throughout the District sweeping and vacuuming sidewalks to supplement the City and Centro SA sidewalk washing schedule;

The proposed budget is intended to provide two uniformed maintenance individuals riding mechanical sidewalk sweeping machines, which will sweep and vacuum sidewalks an average of 70 total hours per week in selected areas in public right-of-ways of the District. The locations and frequency of service shall depend on weather, season of the year and pedestrian activity. The sidewalk sweeping units are intended to supplement the "white wing" services detailed above. The sidewalk sweeping units will not block vehicular traffic operations or impede pedestrian traffic at any time during peak weekday traffic hours.

- Utilizing power washing equipment, five 2-member crews will circulate throughout the District, inspecting and washing sidewalks to supplement the City sidewalk washing schedule;

The proposed budget is intended to provide five uniformed 2-member crews, which will provide sidewalk washing services an average of 150 hours per week in selected areas in public right-of-ways throughout the District. The locations and frequency of service shall depend on weather, season of the year and the need for such services. All areas within the District will be periodically inspected for sidewalk washing and scheduling. Power washing equipment will not block vehicular traffic operations or impede pedestrian traffic at any time during peak weekday traffic hours.

- Inspect for and remove graffiti from public areas in the District (including street furniture, benches, drinking fountains, fountains, public art, street planters, trash receptacles, and other public streetscape improvements, pedestrian lighting, District and traffic signage, equipment and signal cabinets, kiosks, and other related improvements in public areas) and coordinate with the City's graffiti removal program. The District will attempt to remove graffiti within a 24-hour period from the time of discovery. Graffiti includes paint, handbills and stickers, but does not include scratched or etched surfaces;

The “white-wing” crews described above will provide limited graffiti abatement of small tags, stickers, handbills and posters from painted and metal surfaces on an on-going basis as they perform litter pick-up. For graffiti abatement of a larger scale or area that is not regularly being addressed by the “white wing” crews, the District will report the graffiti and coordinate with the designated City representative to determine how and by what means the graffiti can be abated. The District will also report graffiti on private and public leased and/or vacant property to be addressed pursuant to the recently amended City graffiti ordinance.

- The Corporation does not intend to empty existing trash receptacles in the public right-of-ways unless that receptacle is over half-full or an overflow situation exists. If either condition is present, the trash receptacle is emptied, re-bagged and the full bag is placed next to the receptacle for pick-up by City and/or District crews.
- The Corporation intends to provide funding in support of the City of San Antonio’s “Grackle Relocation Program” which will be extended in FY2010. The program anticipates a dramatic reduction in grackle excrement due to changes in the roosting patterns within the District which will reduce the daily demand for power washing on many of the District’s sidewalks. The District’s cost to participate in the program is anticipated to be \$35,000 to be expended out of the Maintenance expense budget.
- The Corporation intends to partner with the City’s Downtown Operations Department to perform a special sidewalk cleaning operation during FY2010. \$300,000 has been carried forward from the FY2009 budget year and committed in this year’s budget to contribute to the City’s initiative to contract for these special contract power washing maintenance services to deep clean certain high-traffic District sidewalks.
- The Corporation does not intend to provide special event maintenance services unless by contract which is not addressed in this Plan. Normal schedules and services will be adjusted to accommodate special events that occur within the District.

Landscaping / Streetscaping

The Corporation has budgeted \$225,000 for the Landscaping/Streetscaping program. To the extent the Corporation can obtain subcontracts to perform the services and purchase items within such budget, the following landscaping/streetscaping services will be provided in the District (see **Exhibit C** for areas anticipated to be covered):

The Corporation will subcontract landscaping/streetscaping services during FY2010. The contract will be executed on or about September 25, 2009 and landscaping/streetscaping services are expected to begin on October 1, 2009.

The Corporation will retain supervisory authority over subcontracted personnel, and an operations/services manager will oversee contract administration to assure that services are performed in accordance with subcontracts, the Management Agreement and all applicable laws.

- All landscaping/streetscaping personnel and equipment will be distinctly identified (uniformed) as working for the District;

The Corporation will specify and require uniforms consisting of shorts, short-sleeve shirts and hats for summer months, and long pants, jackets, rain-suits or ponchos for cooler months and wet weather. The contractors or employees providing landscaping services will be required to wear uniforms while on duty. All equipment or other vehicles that the Corporation or the contractor may provide will be identified with the District logo.

- Install and maintain approved supplemental landscaping and planters in the District as follows;
 - This Plan assumes that all supplemental landscaping and planters installed in the District will be done with the approval of the City's Historic Design and Review Commission.
 - All landscape/streetscape improvements installed in the District from FY2000 thru FY2009, shall continue to be maintained as defined below. Care will be taken to avoid impeding vehicular and pedestrian traffic when maintaining these improvements, and days and hours of maintenance service will be restricted as described for additional improvements listed below. The planters are located on light poles, stair rails and in large pot clusters throughout the District boundary. The service will include installation, planting and annual maintenance (watering, fertilizing, pruning, wound treating and disease control). The light-pole planters and stair rail planters will be replanted three times during the year. The small plants in the sidewalk clusters will also be replanted twice during the year. All dead or stolen plants will be replaced on an as-required basis. A three or four-person crew will circulate throughout the District and any additional contract areas to maintain these improvements on a daily basis or as required.
 - The Corporation does not propose to install any additional railing planters on stair rails between street and river levels, or light-pole planters on light poles in the District in FY2010.
 - The Corporation will be installing more clusters of sidewalk planters in the District in FY2010 in the District expansion area that includes Market Square. No additional clusters of sidewalk planters are anticipated to be added within the original District boundary.
 - The Corporation will continue to maintain and water the three planters on Convention Plaza at the Streetcar Station belonging to the City of San Antonio, and eight planters along Travis in front of the St. Anthony Hotel.
 - The Corporation may install supplemental plant materials in planters and planting beds in other City parks and along the RiverWalk, or in the public right-of-way, if sufficient budget funds are available and with the approval of the City.
- The Corporation will advise the City's designated representative in a timely manner of the need for capital improvements, replacements, repairs and/or relocations of City landscaping/streetscape improvements or other City property in the District.

Public Services Representatives

The Corporation has budgeted \$675,000 for a Public Service Representative program. To the extent the Corporation is able to provide the services within such budget, the following public service representative services will be provided (see **Exhibit D** for estimated coverage areas), either directly or through a subcontractor;

The Corporation will subcontract public service representative services during FY2010. The contract will be executed on or about September 25, 2009 and services are expected to begin on October 1, 2009.

The Corporation will retain supervisory authority over subcontracted personnel, and an operations/services manager will oversee contract administration to assure that services are performed in accordance with subcontracts, the Management Agreement and all applicable laws.

- All Public Service Representatives (PSR's) will be distinctly identified (uniformed) as working for the District;

The Corporation will specify and require uniforms consisting of shorts, short-sleeve shirts and hats for summer months, and long pants, jackets, rain-suits or ponchos for cooler months and wet weather. The contractors or employees providing the PSR services will be required to wear uniforms while on duty. Any equipment, bicycles or other vehicles that the Corporation or the contractor may provide related to this service will be identified with the District logo.

- The PSR's will be trained to provide information, to provide directions, to attempt to render assistance, and to observe and report undesirable conditions;

The Corporation and/or the contractor for this service will maintain and conduct a specially developed training program for the PSR's which is anticipated to consist of both classroom and in-field training covering such subjects as personal conduct, CPR and First Aid certification, public relations, downtown directions and attractions, locations of bus and trolley stops, bus route and schedule information, effective communications, use of equipment, etc. It is anticipated that various City departments will continue to cooperate and assist in the training of the public service representatives (SAPD Foot & Bicycle Patrol, SAPAR Park Police, SAFD, EMS, COSA City Attorneys office, etc.) including VIA Metropolitan Transit.

- The PSR's will be equipped with two-way communication capability;

The Corporation will purchase and/or lease two-way radios for all PSR's to carry and utilize while on duty in the District. PSR's will be in contact with the District operations center and will be able to contact other District and City service providers via the operations center.

- The PSR's will not be, or function as, deputized law enforcement officers, but will work in close coordination with public and private law enforcement individuals and agencies within and surrounding the District;

- The PSR's will circulate throughout the District in assigned sub-areas daily as shown in Exhibit D. The schedule in the sub-areas will fluctuate to meet daily, seasonal or special event needs and conditions;

The proposed budget is intended to provide PSR's in each of the respective sub-areas shown in **Exhibit D**, from 9:00 a.m. until 9:00 p.m., every day, Monday thru Sunday. There will also be PSR's on duty, in addition to those described above, during all shifts and days of the week that will be strategically positioned at key high-pedestrian traffic intersections in the District. Actual personnel and assignment to sub-areas may vary depending on time-of-day, weather, season, special events, holidays or public activity. In addition, one project manager or supervisor of the PSR's and one person assigned to staff the Operations Center will be on duty at all times.

- The Corporation will, as a part of the PSR program, discuss with the City's designated representative, the need for and concerning the levels of police foot and bicycle patrols, police cruisers, park police and the overall law enforcement presence in the District;
- PSR's will staff the Centro Info Information Center/Public Restroom Facility in the River Bend Garage located at 210 N. Presa. One PSR will be on duty at the facility from 9:00 a.m. until 9:00 p.m. seven days a week throughout the year with the exception of certain holidays.
- This budget anticipates that the PDA software, hand-held information devices and corresponding printers that were purchased in FY2009 will be supported by an annual maintenance contract in FY2010 at a cost of \$16,000.

Marketing and Promotions

The Corporation has budgeted \$125,000 for a marketing and promotion program. To the extent the Corporation is able to provide the services within such budget, the following marketing and promotion services will be provided for the District, either directly or through a subcontractor:

- Maintain a public relations/public service plan and campaign describing the services and activities of the District to reach downtown workers, residents, visitors, surrounding neighborhoods and the greater San Antonio metropolitan area. It is anticipated that the Corporation will publish a newsletter, either printed or electronically, on a regular basis throughout the year, to describe the services and activities in the District;
- Seek a wide variety of positive media exposure for and the area surrounding the District;
- Organize, publish and distribute a calendar of events in and surrounding the District;
- Cooperate and communicate with businesses, organizations and governmental entities in and surrounding the District, and serve as a communication resource for information about the District.
- This budget and program anticipates that Centro SA will continue to support the enhancement of the newly launched website that combined the websites of Centro SA and the Downtown Alliance.

- This budget and program component anticipates that Centro SA will contribute funds (\$35,000) towards the development of a Strategic Marketing Plan for the Downtown Area.

Other Services

The Corporation may at some time during FY2010 provide additional services and/or participate in additional programs that will be of benefit to properties located within the District as desired and directed by the Board of Directors and agreed to and approved by the City. A Program Reserve has been established in the budget for this purpose, and any unused funds remaining in this budget item at the end of the year will carry forward to the same budget category in the next fiscal year.

Contracts and Other Revenue

In addition to the public and private assessment revenue, the District receives revenue from several other sources. Per an interlocal agreement between the City and VIA Metropolitan Transit, VIA provides \$160,000 annually to the District for services provided by the District on behalf of VIA. The District also proposes to re-enter into an agreement with Bexar County who has previously agreed to provide \$30,000 in funding to the District for services provided by the District in a special service area outside of the District boundary on behalf of Bexar County. Additionally, the District receives funds from the City per an agreement the City has with the management company for the Majestic and Empire Theatres (\$18,294 for FY2010).

Capital Replacement, Unallocated Contingency and Program Reserve Funds

In FY2005, the Corporation established a capital replacement fund to replace existing and purchase new equipment. This fund has been utilized since FY2005 to purchase new vehicles and equipment to replace worn equipment and help service the District. In FY2006 the Corporation established a Program Reserve Fund to establish an account to be used for special projects. Projects that the Program Reserve Fund would fund would be approved by the Corporation's Board of Directors and presented to the City's designated representative for approval. In FY2010 the Corporation may purchase two new riding sidewalk sweepers for an estimated cost of \$35,000. In FY2009, the Corporation purchased 50 new trash receptacles to match existing trash receptacles and placed them throughout the District. In FY2010, an additional \$40,000 has been budgeted to purchase 50 more trash receptacles for placement throughout the District.

The Corporation will reimburse the Downtown Alliance San Antonio for the expenses associated with the re-authorization of the District in Year Five of the second five-year term of the District. Expenses include legal cost specifically associated with the re-authorization of the District, contract services, and general and administrative costs incurred by the Downtown Alliance San Antonio associated with the re-authorization of the District (see Exhibit E for detail of expenses).

YEAR ONE (FY2010) PROJECTED BUDGET

BEGINNING BALANCE	890,438
Assessments (Private)*	2,193,316
Assessments (COSA and CPS)	137,973
Contracts & Other Revenue (VIA, County & other COSA)	208,294
Interest on Deposits	5,000
Delinquent Payments, Penalties & Interest	10,000
TOTAL REVENUE	2,554,583
AMOUNT AVAILABLE	3,445,021
EXPENDITURES	
District Re-Authorization (DTA)	25,230
Management/Administration (DTA)	205,000
Wages, Benefits, Taxes & G&A Expenses	
Management Subtotal	
District Operations (Centro SA)	
Op Manager - Wages, Benefits	
Op Center - Rent, Equip., Supplies	
District Operations Subtotal	235,000
Maintenance	
Contractor & District Expense	
FY2010 Special Sidewalk Cleaning Contract (\$300k)	
Maintenance Subtotal	1,150,000
Landscaping/Streetscaping	
Contractor & District Expense	
Landscaping/Streetscaping Subtotal	225,000
Public Service Representatives	
Contractor & District Expense	
PSR Subtotal	675,000
Marketing & Promotions	
Contractor & District Expense	
Marketing & Promotions Subtotal	125,000
Capital Replacement & Unallocated Contingency	150,000
FY2010 Trash Receptacle Purchase (50 units)	40,000
Program Reserve	25,000
TOTAL EXPENSES	2,855,230
ENDING BALANCE	589,791

* Assumed 98% collection of private assessments @ \$.12/\$100

Note : Based on Estimated Certified Private Value = \$1,848,696,113
\$.12/\$100 (\$.09/\$100 residential condos) total potential yield = \$2,238,078

PLAN FOR YEARS TWO THROUGH FIVE (Oct. 1, 2010 – Sept. 30, 2014)

PROGRAMS:

Management / Administration

The Corporation will provide the following administrative and management services for operations:

- Provide the staff, administrative services, office space, and work force necessary to furnish services in the District;
- Provide management, supervision, and financial and program monitoring systems for operation of the District as required by the Management Agreement;
- Coordinate with and provide regular reports to the City's designated representative on operations, services provided, activities and conditions within the District as required by the Management Agreement;
- Enter into and supervise contracts with subcontractors;
- Serve as an information resource for businesses, services, activities and physical improvements within the District;
- Provide a recommended and updated *Service and Assessment Plan* to the City of San Antonio annually and quarterly reports to the City's designated representative.

Maintenance

To the extent addressed in the approved Plan and budget, the Corporation shall provide the following maintenance services, either directly or through a subcontractor:

- All maintenance personnel and equipment will be distinctly identified (uniformed) as working for the District;
- Provide sidewalk sweeping, litter removal and sidewalk washing to maintain an attractive pedestrian environment within the District, coordinated with and supplementing the City's maintenance services;
- Inspect for and remove graffiti from public areas in the District (including street furniture, benches, drinking fountains, fountains, public art, street planters and other public streetscape improvements, trash receptacles, pedestrian lighting, District signage, kiosks, and other related improvements in public areas) as provided in the Plan and coordinated with the City's graffiti removal schedules.

Landscaping / Streetscaping

To the extent addressed in the approved Plan and budget, the Corporation shall provide the following landscaping/streetscaping services, either directly or through a subcontractor:

- All landscaping/streetscaping personnel and equipment will be distinctly identified (uniformed) as working for the District;
- Care for and maintain all landscaping (including planters) funded, added, and/or installed by the District, its agents, servants, employees or subcontractors within the District boundary including watering, fertilizing, pruning, plant replacement, and treatment of wounds, disease control, and insect control;
- Expand program to install approved supplemental landscaping and planters in the District to the extent budgeted and able to be adequately maintained.

Public Service Representatives

To the extent addressed in the approved Plan and budget, the Corporation shall provide the following public service representative program, either directly or through a subcontractor:

- All Public Service Representatives (PSR's) will be distinctly identified (uniformed) as working for the District;
- PSR's will be trained and knowledgeable about businesses and services located in and surrounding the District, equipped with communication devices and circulating throughout the District;
- The PSR's shall work in close coordination with various public and private law enforcement individuals and agencies within the District, but they will not be or function as deputized law enforcement officers.
- The District will, as a part of the PSR program, consult with the City's designated representative concerning the needs for levels of police foot patrols, police bike patrols, mounted police patrols, police cruisers, park rangers, and the overall law enforcement presence in the District.

Marketing and Promotions

To the extent addressed in the approved Plan and budget, the Corporation shall provide a marketing and promotions program which shall include the following services:

- Maintain a public relations/public service plan and campaign to describe the District; the services being provided; and activities, attractions, and events occurring within and surrounding the District;
- Seek varieties of positive media exposure for the District and surrounding areas;
- Serve as a communication resource for information about the District.

Other Services and/or Improvements

The Year Two through Year Five Projected Budget that follows this section projects annual revenue increases of two percent per year in Public and Private Assessments. The expenses for Management/Administration/Operations and for Contractual Services (Maintenance, Landscaping/Streetscaping and Public Service Representatives) are projected to increase by two percent in Year Two through Year Five. The projections for Years Two, Three, Four and Five are hypothetical. A new budget will be established each year that will be based on the assessment rate, assessed valuation, assessment collections and services to be delivered. The remaining fund balance from each year will be carried forward for use as the beginning balance in the following year.

In the event that the District is not re-authorized to be continued after Year Five, property of the Corporation and District will be sold and funds from the sale of property added to any remaining fund balance from Year Five. The remaining fund balance will first be used to pay for expenses necessary to dissolve the District, and any remaining funds will be used as mutually agreed upon by the City and the Corporation's Board of Directors.

The Corporation may provide additional services and/or programs other than those described above when desired and directed by the Board of Directors and agreed to by the City.

YEAR TWO (FY2011) THROUGH FIVE (FY2014) PROJECTED BUDGET

FISCAL YEAR	YEAR TWO 2011	YEAR THREE 2012	YEAR FOUR 2013	YEAR FIVE 2014
BEGINNING BALANCE	589,791	660,065	711,044	772,893
REVENUE				
Assessments (Private) *	2,237,182	2,281,926	2,327,564	2,374,115
Assessments (COSA & CPS)*	140,732	143,547	146,418	149,346
Contracts & Other Revenue	208,660	209,033	209,413	209,802
P&I, Interest on Deposits**	20,000	25,000	30,000	35,000
TOTAL REVENUE	2,606,574	2,659,505	2,713,395	2,768,263
AMOUNT AVAILABLE	3,196,365	3,319,570	3,424,439	3,541,157
EXPENDITURES				
Mgmt/Admin/Operations***	448,800	457,776	466,932	476,270
Maintenance***	867,000	884,340	902,027	920,067
Landscaping/Streetscaping***	229,500	234,090	238,772	243,547
Public Service Representatives***	688,500	702,270	716,315	730,642
Marketing & Promotions***	127,500	130,050	102,500	105,000
Contingency, Capital Repl. & Reserve	175,000	200,000	225,000	250,000
TOTAL EXPENDITURES	2,536,300	2,608,526	2,651,546	2,725,526
ENDING BALANCE	660,065	711,044	772,893	815,630

* Assumed 98% collection of private & public assessments
& assumes 2% growth in private valuation per year

** Assumed 2% growth in P&I per year

*** Assumed 2% increase in expenses per year

ASSESSMENT PLAN

The assessment year will be concurrent with the City's Tax Year, January 1, through December 31. The Assessment levy against private property (based on \$.12/\$100 of assessed valuation for all properties except for residential condominiums which will be based on \$.09/\$100 of assessed valuation) is estimated in Year One to be **\$2,238,078**. For budgeting purposes, a 98% collection rate is assumed yielding approximately **\$2,193,316**. The assessment levy on private properties is expected to grow at an approximate rate of 2% per year each year thereafter through FY2014.

Each property in the District is to be assessed based on the valuation on the property as determined by the Bexar Appraisal District and as certified by the City of San Antonio Tax Assessor/Collector. Notice of the levy of assessment is to be given as provided in Section 372.001 in the Act. The Assessment Levy Statement will be sent to each property owner in the District and the assessment levy will be due and payable at the same time property taxes are due and payable to the City of San Antonio Treasury. Penalty and interest will accrue on delinquent accounts in accordance with ad valorem penalty and interest schedules of the City of San Antonio. Payments become delinquent as of February 1st after assessment is levied. Interest on any delinquent installment shall be added to each subsequent installment until all delinquent installments are paid.

Of **628** property accounts in the District, **146** are certified as exempt, leaving **482** accounts to be assessed in FY2010. Of these, **432** accounts in the District are certified to date for a value of **\$1,813,083,314** for the 2009 assessment year. The remaining **50** accounts in the District, which are not yet certified, have a prior year value of **\$35,612,799**. This Plan assumes that the uncertified accounts will at least remain at the prior year value. When the value of the certified accounts is added to the value of the uncertified accounts, the total value of private properties in the District is **\$1,848,696,113**.

The value of taxable properties, when combined with City Exempt property values totaling **\$114,977,985** (City & CPS), provides a total valuation of the District upon which to base the assessment for FY2010 of **\$1,963,674,098**. The valuations on which the Budget is based in this plan for the remaining years of the current district's authorization are estimated to be sufficient to provide the improvements and/or services as described above in this plan.

EXHIBIT B

SUPPLEMENTAL MAINTENANCE SERVICE AREAS
FY2010

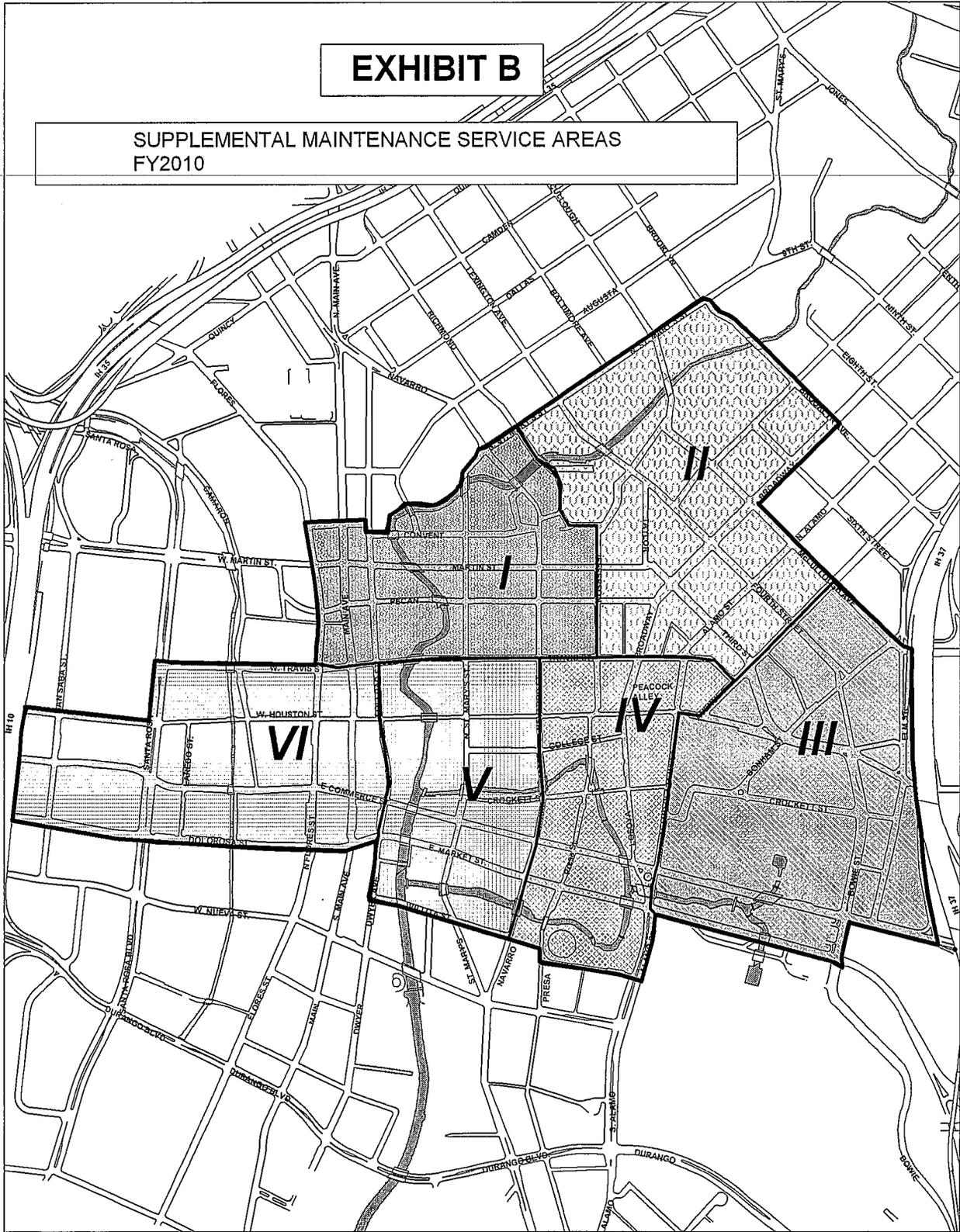


EXHIBIT E**DISTRICT RE-AUTHORIZATION & ORGANIZATION EXPENSES****SAN ANTONIO DOWNTOWN PUBLIC IMPROVEMENT DISTRICT****LEGAL FEES**

- Fulbright & Jaworski L.L.P.

Paid to Date (thru 08/19/09)	\$ 2,587
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DOWNTOWN ALLIANCE GENERAL & ADMINISTRATIVE

- Salary Expense from 10/1/09 thru 6/30/09

Brewer, B. (10%)	\$ 14, 181
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Rodriguez, A. (5%)	2, 450
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Burnett, B. (5%)	1, 650
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Castillo, J. (10%)	<u>4, 362</u>
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Sub-Total	\$ 22,643
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DISTRICT RE-AUTHORIZATION & ORGANIZATION EXPENSE TOTAL

TOTAL	\$ 25,230
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